

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
FAX (269) 381-8822

T.R.A. DOCKET ROOM

GEORGE H. LENNON
DAVID G. CROCKER
MICHAEL D. O'CONNOR
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER
GARY P. BARTOSIEWICZ
BLAKE D. CROCKER

ROBERT M. TAYLOR
RON W. KIMBREL
PATRICK D. CROCKER
ANDREW J. VORBRICH
TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

OF COUNSEL

THOMPSON BENNETT
JOHN T. PETERS, JR.

VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

December 19, 2003

Joe Werner, Chief
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

RE: Docket # 03-00455 - Now Acquisition Corporation

Dear Mr. Werner:

In accordance with the Commission's request regarding the above-referenced docket, enclosed for filing with the Commission, please find an original and thirteen (13) copies of the responses to the December 5, 2003, data request. We would appreciate confidential treatment of the responses and exhibits, with the exception of the following, which are attached to this letter:

1. Letter of Credit in response to question 1 – the original was sent by the Bank of America to the Commission to arrive by 10:30 a.m., December 19, 2003. A copy of the Letter of Credit and the FedEx tracking results are provided.
2. Revised Pre-filed testimony in response to question 21 – Page 2 has been amended and provided as Exhibit G.

In addition, enclosed is a duplicate of this letter. Please date-stamp the duplicate and return it to me in the enclosed postage-paid envelope.

Should you have any questions concerning this filing, please contact my assistant Beth Ronfeldt, or me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/bmr

enc



PAGE: 1

DATE: DECEMBER 18, 2003

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER: 7413201

BENEFICIARY
TENNESSEE REGULATORY AUTHORITY
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505
ATTN: JOE WERNER

APPLICANT
NOW ACQUISITION CORP.
180 N. WACKER DRIVE
SUITE LW3
CHICAGO, IL 60606
ISSUING BANK
BANK OF AMERICA, N.A.
231 S. LASALLE ST., TRADE SVCS.
231/17, IL1-231-17-01
CHICAGO, IL 60697
AMOUNT
NOT EXCEEDING USD 20,000.00
NOT EXCEEDING TWENTY THOUSAND AND
00/100'S US DOLLARS

EXPIRATION
DECEMBER 20, 2004 AT OUR COUNTERS

REFERENCE: NOW ACQUISITION CORP.
COMPANY ID # DOCKET NUMBER 03-00455
IRREVOCABLE LETTER OF CREDIT NUMBER: 7413201
EFFECTIVE DATE: DECEMBER 18, 2003
EXPIRATION DATE: DECEMBER 20, 2004

SIR/MADAM:
YOU HAVE REQUESTED OF BANK OF AMERICA, N.A., CHICAGO, ILLINOIS (THE "LENDER") THAT WE ESTABLISH AN IRREVOCABLE LETTER OF CREDIT WHICH WILL REMAIN AVAILABLE ON BEHALF OF NOW ACQUISITION CORP. (THE "COMPANY") WHO HAS APPLIED TO THE TENNESSEE REGULATORY AUTHORITY (THE "TRA") FOR AUTHORITY TO PROVIDE TELECOMMUNICATIONS SERVICES IN THE STATE OF TENNESSEE. THE PURPOSE OF THIS LETTER OF CREDIT IS TO SECURE PAYMENT OF ANY MONETARY SANCTION IMPOSED AGAINST THE COMPANY, ITS REPRESENTATIVES, SUCCESSORS OR ASSIGNS, IN ANY ENFORCEMENT PROCEEDING BROUGHT UNDER TITLE 65 OF TENNESSEE CODE ANNOTATED OR THE CONSUMER TELEMARKETING ACT OF 1990, BY OR ON BEHALF OF THE TRA.

WE, BANK OF AMERICA, N.A., CHICAGO, ILLINOIS, HEREBY ESTABLISH AND ISSUE, IN FAVOR OF THE TRA, AN IRREVOCABLE LETTER OF CREDIT IN THE AMOUNT OF TWENTY THOUSAND AND 00/100'S U.S. DOLLARS (\$20,000.00) LAWFUL MONEY OF THE UNITED STATES OF AMERICA. THE TRA MAY DRAW UPON THIS LETTER OF CREDIT, AT ANY TIME AND FROM TIME TO TIME, BY DELIVERING A LETTER OF CREDIT NOTICE, SUBSTANTIALLY IN THE FORM SET FORTH BELOW (A "NOTICE"), WHICH NOTICE SHALL SPECIFY THE AMOUNT (THE "DRAW AMOUNT") TO BE DRAWN AND THE BANK ACCOUNT (THE "BANK ACCOUNT") TO WHICH THE DRAW AMOUNT SHOULD BE DELIVERED AND SHALL BE SIGNED BY AN OFFICIAL DESIGNATED AND DULY AUTHORIZED BY THE TRA, TO LENDER AT THE ADDRESS LISTED BELOW, OR TO SUCH OTHER ADDRESS AS THE LENDER SHALL NOTIFY THE TRA IN WRITING BY CERTIFIED MAIL. PROMPTLY AFTER THE DELIVERY OF EACH NOTICE, THE LENDER HEREBY COVENANTS AND AGREES TO DELIVER, BY WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS, THE DRAW AMOUNT TO THE BANK ACCOUNT.

THIS LETTER OF CREDIT SHALL BE DEEMED AUTOMATICALLY EXTENDED WITHOUT WRITTEN AMENDMENT FOR SUCCESSIVE ADDITIONAL ONE-YEAR PERIODS UNLESS AT LEAST THIRTY (30) DAYS PRIOR TO ANY SUCH DATE OF EXPIRATION, THE LENDER SHALL GIVE WRITTEN NOTICE TO TRA BY CERTIFIED MAIL OR COURIER, AT THE ADDRESS SET FORTH ABOVE OR AT SUCH OTHER ADDRESS AS MAY BE GIVEN TO THE LENDER BY TRA BEFORE SUCH NOTICE, THAT WE ELECT NOT TO RENEW THIS LETTER OF CREDIT FOR ANY SUCH ADDITIONAL PERIOD. UPON RECEIPT OF SUCH NOTICE YOU MAY DRAW HEREUNDER UP TO THE THEN



PAGE: 2

THIS IS AN INTEGRAL PART OF LETTER OF CREDIT NUMBER: 7413201

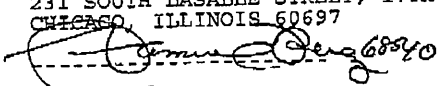
AVAILABLE AMOUNT AND UP TO THE THEN RELEVANT EXPIRATION DATE BY
DELIVERY OF A LETTER OF CREDIT NOTICE.

THE LENDER HEREBY REPRESENTS AND WARRANTS THAT IT IS QUALIFIED AND
AUTHORIZED TO ISSUE THIS LETTER OF CREDIT AND IS A BANK DESIGNATED BY
THE TREASURER OF THE STATE OF TENNESSEE AS AN AUTHORIZED DEPOSITORY
BANK FOR THE DEPOSIT OF STATE FUNDS.

EXCEPT AS OTHERWISE EXPRESSLY STATED, THIS LETTER OF CREDIT IS
SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDIT
(1993 REVISION) INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO.
500, OR ANY REVISIONS THERETO.

YOURS VERY TRULY,

BANK OF AMERICA, N.A.
231 SOUTH LASALLE STREET, 17TH FLOOR
CHICAGO, ILLINOIS 60697


AUTHORIZED SIGNATURE

Samuel Perez


AUTHORIZED SIGNATURE

Vito Rago

Bank of America 

PAGE: 3

THIS IS AN INTEGRAL PART OF LETTER OF CREDIT NUMBER: 7413201

FORM OF
LETTER OF CREDIT NOTICEBANK OF AMERICA, N.A.
231 SOUTH LASALLE STREET, 17TH FLOOR
MAIL CODE: IL1-231-17-01
CHICAGO, ILLINOIS 60697RE: IRREVOCABLE LETTER OF CREDIT NO. 7413201
DEAR SIR OR MADAM:

YOU ARE HEREBY NOTIFIED, AND THE UNDERSIGNED CERTIFIES, THAT THE UNDERSIGNED IS AN OFFICIAL DESIGNATED AND DULY AUTHORIZED BY THE TRA TO DELIVER THIS NOTICE AND THAT A MONETARY SANCTION IN THE AMOUNT OF \$ _____ (THE "DRAW AMOUNT") HAS BEEN IMPOSED AGAINST NOW ACQUISITION CORP. ITS REPRESENTATIVES, SUCCESSORS OR ASSIGNS, IN AN ENFORCEMENT PROCEEDING BROUGHT UNDER TITLE 65 OF TENNESSEE CODE ANNOTATED OR THE CONSUMER TELEMARKETING ACT OF 1990, BY OR ON BEHALF OF THE TRA.

PURSUANT TO THE CERTAIN IRREVOCABLE LETTER OF CREDIT REFERENCED ABOVE, WE HEREBY REQUEST THAT YOU DELIVER PAYMENT OF THE DRAW AMOUNT TO THE BANK ACCOUNT LISTED BELOW BY WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS:

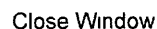
NAME OF BANK ACCOUNT: _____
ACCOUNT NUMBER: _____
ABA ROUTING NUMBER: _____
REFERENCE: _____
NAME OF CONTACT: _____
TELEPHONE NUMBER: _____
FACSIMILE NUMBER: _____

PLEASE CONFIRM RECEIPT OF THIS NOTICE AND THE FEDERAL RESERVE WIRE CONFIRMATION NUMBER OF THE DELIVERY OF THE DRAW AMOUNT BY SENDING A FACSIMILE TO THE PERSON AT THE NUMBER LISTED ABOVE.

SINCERELY,

TENNESSEE REGULATORY AUTHORITY

NAME:
TITLE:

 Print

Delivery location	NASHVILLE TN
Service type	Priority Envelope

Track more shipments

From _____
To _____

Send email

Close Window

EXHIBIT G

Revised Page 2 of Pre-Filed Testimony

Q: Please describe the current corporate structure of NAC.

A: NAC is a corporation organized under the laws of the State of Delaware on June 3, 2003.

Q: Does NAC possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes, NAC possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority.

Q: Please describe NAC's financial qualifications.

A: Based on projections, NOW Acquisition Corporation ("NAC") should be a self-sustaining entity. However, if financial support is necessary, BiznessOnline.com, Inc. ("BIZ") will obtain funding to provide NAC from MCG Capital Corporation, the majority shareholder in BIZ. MCG is a publicly traded financial services company, with substantial cash resources and market capitalization most recently of over \$800 million. Accordingly, NAC has the financial ability to be a going concern in the future.

Q: Please describe NAC's managerial and technical qualifications.

A: The senior management of NAC has great depth in the telecommunications industry and offer extensive technical and managerial expertise to NAC pertaining to the telecommunications business. In evidence of managerial and technical qualifications we submit Exhibit A-5, which includes the biographies of NAC's key officers.

Q: What services will NAC offer?

A: NAC's initial line of local services will be comparable to that currently offered by the incumbent LECs. Initially, NAC plans to offer basic access line service, Optional Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3) (b) and (c).

Q: Will NAC offer service to all consumers within its service area?

A: Yes, NAC will offer service to all consumers within its service area. NAC intends to market to business and residential customers.

Q: Will the granting of a certificate of convenience and necessity to NAC serve the public interest?

A: Yes, the public will benefit both directly, through the use of the competitive services to be offered by NAC and indirectly, because NAC's presence in Tennessee will increase the incentive for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Granting of a certificate of convenience and necessity to NAC will further enhance the service options available to Tennessee citizens.